

**This English version of the statutes is provided for convenience only.**

**The only legally binding version is the German text, available at**

**<http://www.documentfoundation.org/satzung.pdf>**

## **Preamble**

The objective of the foundation is the promotion and development of office software available for use by anyone free of charge. The foundation promotes a sustainable, independent and meritocratic community for the international development of free and open source software based on open standards.

More specifically, activities include the promotion and distribution of a repertoire of digital production and creativity tools (Office suite, or software for common work for producing texts, spreadsheets, presentations, drawings, pictures and diagrams, for example). This software will be openly available for free use by anyone for their own files, including companies and public authorities, ensuring full participation in a digital society and without detriment to intellectual property.

## **§ 1 Name, Legal Form, Headquarters and Financial Year**

- (1) The name of the foundation is “The Document Foundation” and is a legal foundation under public law.
- (2) It has its headquarters in Berlin. Its fiscal year is the calendar year.

## **§ 2 Goals of the Foundation**

- (1) The foundation aims to promote the following by supporting free software:

- Public and professional education
- Science and research, particularly in the field of computer science
- Civic engagement for non-profit purposes

- (2) The foundation promotes and supports a sustainable, independent and meritocratic community for the development of user-centered free/libre open source software (FLOSS) based on open format standards (e.g. OpenDocument format). FLOSS can be used for any purpose, researched, altered for one's own purposes, shared and improved. Standards are considered open, if they:

- are subject to public evaluation and use without hindrance in a broadly accessible manner;
- do not contain any components or extensions that depend on formats or protocols, which, for their part, do not correspond to the definition of an open standard;
- are free from legal or technical conditions that limit their use;
- are developed independently of any single supplier in a process open to equal participation by all who are interested;
- are available in various complete implementations to different suppliers or are equally available to all involved as a complete implementation.

The foundation's goals will be achieved by the foundation itself or auxiliary persons in particular, by means of, but not limited to:

- Provision of and public access to the software;
- Distribution of FLOSS philosophical and cultural ideals;
- Intellectual and professional support for the persons who develop, promote, or distribute the software or relevant documentation, or contribute in any other way thereto, including the establishment and operation of communication forums for mutual support and assistance;
- Information, representation of interests, consultation and training of the users, government agencies, private organizations and the general public about the benefits, use, and educational potential of the software, in particular through seminar events, workshops, idea conferences, but also by introducing the free software to children and adolescents and increasing enthusiasm for it (e.g. vacation camps for the study of software with preparation of error

- reports);
  - Cooperation (without economic promotion) and coordination with other organizations that pursue, at least partially, the same non-profit goals;
  - Promotion of national, European and international collaboration in the field of the aforementioned software (e.g. through translation of the software and documentations);
  - Promotion and implementation of research and development projects (e.g. through scientific monitoring of public procurements and research of the legal provisions impeding the free use of software and the co-development of open standards).
- (3) The foundation may pursue its goals at home and abroad.
- (4) The foundation does not have to pursue all goals simultaneously or to the same extent. The Board of Directors decides which goals have priority at any given time.
- (5) The foundation may provide financial or material resources to other tax-privileged corporations, institutions and foundations or to an appropriate public authority, if the resources are used to promote the foundation's goals in accordance with paragraphs 1 and 2.

### **§ 3 Non-Profit Status**

- (1) The foundation pursues exclusively non-profit goals as specified in the paragraph "Tax-deductible purposes" of the tax code.
- (2) The foundation is not-for-profit. It does not pursue its own economic purposes as a primary goal.
- (3) The resources of the foundation may only be used for the purposes set forth in its Articles of Association.
- (4) The foundation fulfills its tasks itself or through auxiliary persons pursuant to § 57(1)(2) AO, unless it will become active in fundraising in accordance with § 58(1) AO should the foundation assets allow for that.
- (5) The foundation may maintain purpose enterprises in order to achieve its goals, insofar as the goals of these enterprises are consistent with those under § 2.
- (6) The foundation may assume trusteeship for dependent (unincorporated) foundations or manage other independent, incorporated foundations.

### **§ 4 Foundation Assets**

- (1) The assets appropriated to the foundation for the continuous and sustainable fulfillment of its goals (foundation assets) must be maintained unimpaired. It follows from the act of formation ("Stiftungsgeschäft").
- (2) The foundation's assets must be invested safely and profitably, whereby ethical criteria should be considered. No more than one third of the foundation's assets may be actively invested in stocks.
- (3) Asset reallocations are permitted. Profits resulting from reallocations will be allocated to a reallocation reserve fund that can be released to compensate for reallocation losses, to increase the foundation's assets or to be used for purposes defined in the Articles of Association.
- (4) The foundation's assets may be increased through endowment donations ("Zustiftungen"). The foundation may accept such donations. It may also fund the foundation's assets with donations without a specified purpose from a disposition upon death and free reserves in accordance with § 58(7a) AO.

### **§ 5 Use of Investment Returns and Donations**

- (1) The foundation shall fulfill its duties based on the investment returns and donations that are not explicitly intended for increasing the foundation's assets. Excluded from this are the reserve fund and contributions to the foundation's assets in accordance with § 58(7a) AO.
- (2) The foundation may allocate all or part of its funds to a reserve account if necessary to fulfill the tax-privileged statutory purposes of the foundation, and provided there are concrete plans and timelines for the use of the reserves and the tax

privileges of the foundation are not put at risk by doing so.

(3) In order to maintain value, revenue can be allocated for substance preservation or as an inflationary adjustment for free reserves or for foundation assets as permitted by tax law for annual returns.

(4) There is no legal right to foundation services, especially with regard to acceptance as a member of the Board of Trustees, Membership Committee, or Advisory Board.

(5) No person may benefit from expenditures that are not related to the purpose of the foundation or from inappropriately high compensation. This applies in particular to full-time employees of the foundation.

## **§ 6 Bodies of the Foundation**

(1) The bodies of the foundation are:

- a.) the Board of Directors,
- b.) the Board of Trustees, and
- c.) the Membership Committee.

In addition, an Advisory Board with no institutional status will be established.

(2) Work in the foundation's bodies is voluntary. Reasonable expenses incurred as a result of the activities for the foundation may be compensated, provided that the resources of the foundation allow for it and that the fulfillment of the foundation's goals will not be significantly affected.

(3) In order to be a member of the Board of Directors or the Membership Committee, one must be a member of the Board of Trustees or already a member of one of the two other bodies. Members or substitute members of the Board of Directors may not be members of the Member Committee and vice versa. Members or substitute members of the Board of Directors and members of the Membership Committee may not be members of the Advisory Board and vice versa.

(4) The liability of the board members towards the foundation is limited to intent and gross negligence. This limitation does not apply to the Board of Directors upon becoming aware of a complaint or impeachment proceedings regarding planned measures by its members, provided that these measures have been implemented before the conclusion of the complaint or impeachment proceeding.

## **§ 7 Board of Directors**

(1) The Board of Directors consists of natural persons and has seven members. The Board of Directors selects a chairman and a vice chairman from among its members.

(2) The tenure of the Executive Board is two years and re-election is permitted. The Executive Board shall be elected by the Board of Trustees, whereby the election shall be prepared and supervised by the Membership Committee. The election of Board of Directors members and, with a sufficient number of candidates, of up to three substitute members, shall be carried out through simultaneous individual elections. An election system will be implemented that enables proportional representation of the individual voices through preferential election (Single Transferable Vote System) using the Meek method. The candidates with the highest preference shall be elected to the Board of Directors until the intended number of board members is reached. The additionally elected candidates will act as substitute members for resigning members of the Board of Directors. Each candidate may only represent himself/herself. The members of the Board of Trustees shall be informed of the election by the members of the Membership Committee at least 45 days before the election via email or an equivalent medium accessible to the members. The bid for candidacy is possible until one week before the election. Only members of the Board of Trustees who are already members before the election announcement are entitled to vote.

(3) The office of a member of the Board of Directors ends after the expiration of his/her term with the appointment of a

successor, in case of death, or upon resignation, which is permitted at any time. Resigned members of the Board of Directors shall be replaced by the substitute member with the next highest preference. Should the number of members of the Board of Directors decrease below five, the entire Board of Directors shall be replaced immediately through new elections. In this case, the previous Board of Directors shall handle urgent tasks for the ongoing management until the assumption of office of the new Board of Directors.

(4) Deviating from the rules of volunteering, (§ 6(2)(1)), the Board of Directors can receive a reasonable annual remuneration of a maximum of 0.5% of the gross assets for the work carried out if sufficient Board membership is otherwise at risk, provided that the resources of the foundation allow it and the fulfillment of the foundation's goals is not significantly impacted. Further details will be defined by a decision of the Board of Directors, which shall be published immediately and will come into effect at the earliest one month after publication.

(5) The Board of Directors shall compile and publish further rules of procedure. The appointment and consultation of managing directors and additional officers can be regulated in this way.

(6) The first Board of Directors, the chairman, the vice-chairman and the substitute members of the Board of Directors shall be appointed as part of the act of formation ("Stiftungsgeschäft").

## **§ 8 Tasks of the Board of Directors**

(1) The Board of Directors decides on all fundamental matters on its own authority in accordance with the Articles and conducts the ongoing business of the foundation. The Executive Board has the status of a legal representative and represents the foundation in and out of court. The foundation shall be represented by two members of the Board of Directors, one of whom must be the chairman or vice-chairman. Individual empowerment may be granted for certain transactions in this way. The vice chairman will take action on internal matters only if the chairman is unavailable.

(2) The Board of Directors shall fulfill the will of the founders, as laid out in the act of formation ("Stiftungsgeschäft"), as effectively as possible within the framework of foundation law and these Articles of Association. Its main tasks are: management of the foundation's assets, use of the foundation's resources, preparation of a budget plan, proper accounting and collection of documents, and preparation of the annual financial statement and activity report. It ensures that all facilities for activities supported by the foundation are provided in a satisfactory manner.

(3) The Board of Directors shall assure public knowledge through express publication in a commonly used media outlet with regard to:

- a.) all changes to the community bylaws or to the way in which the Board of Trustees or Membership Committee function, otherwise the change will be ineffective;
- b.) the composition of the Board of Directors, including substitute members, the Board of Trustees, the Membership Committee and its chairman, the Advisory Board and any other permanently established committees;
- c.) the processes, discussions and decisions of the foundation, its committees, the Board of Directors and any Executive Directors, including minutes of meetings. In exceptional cases, these may be treated as confidential, if so required. The resulting decisions shall be made transparently in a timely manner, and the confidentiality pertaining thereto shall end once the need for confidentiality has been resolved;
- d.) conflicts of interest lasting longer than one month;
- e.) the decision for handling a complaint.

(4) The Board of Directors prevents possible conflicts of interest within the foundation. It ensures therefore that a maximum of one third of the members of the Board of Directors, the Membership Committee and the Advisory Board are employed at the same firm, organization or entity or one of its affiliate organizations. It can exclude one member of the body each month until the conflict of interest is eliminated or a new election of the body is initiated. It may exclude the necessary number of members from a committee for the elimination of the conflict of interest, or complete the committee with the appropriate persons.

## **§ 9 Resolution of the Board of Directors**

(1) The decisions of the Board of Directors shall be made in meetings, by telephone, in writing (also by way of circular procedure), insofar as the Articles do not stipulate otherwise. Written form is valid by telex, telefax, E-mail or any other documentable means of communication of the vote via an electronic format. The Board of Directors shall be convened by its chairman or vice-chairman, as required, at least once a year, stating the agenda and with a notice period of two weeks. Furthermore, meetings are to be called if at least three members of the Board of Directors request it.

(2) A member of the Board of Directors may be represented at the meeting by another member or substitute member of the Board of Directors if physical presence is not mandated by the Articles of Association. No member or substitute member of the Board of Directors may represent more than one other board member.

(3) The Board of Directors is quorate if, after being properly invited, at least half of the members are present or represented, including the chairman or the vice chairman, unless otherwise stipulated in the Articles of Association. Errors in the notice of meeting are considered corrected when all members are present and no objections are raised. If a member is not present due to an error in the notice of meeting, the error can be corrected through subsequent approval of the decisions by the affected member. At least half of all members of the Board of Directors must also participate in voting undertaken by telephone or in writing.

(4) The Board of Directors shall make its decisions by simple majority of present or represented members, or votes cast by telephone or in writing, insofar as the Articles do not stipulate otherwise. In the event of a tied vote, the chairman, or as a substitute the vice chairman, has the deciding vote.

(5) Minutes of the meetings shall be prepared and signed by the keeper of minutes and confirmed by the chairperson. They shall be made available to all members of the Board of Directors and Membership Committee.

(6) A member of the Board of Directors may not vote if the resolution concerns the following matters:

- The conclusion of a transaction with himself,
- The initiation or settlement of a legal dispute between him and the foundation, or
- Donations from the resources of the foundation to the member of the board or a legal entity, in which the member of the board holds a position on the board or another body.

## **§ 10 Board of Trustees**

(1) Participation in the Board of Trustees is open to anyone worldwide, free of charge; membership is not required for participation in the fulfillment of the foundation's goals. The Board of Trustees consists of natural persons who belong to another body or:

- a.) have dedicated more than three months of verifiable time and intellectual work to the foundation's goals

b.) have not made trivial or obviously insignificant contributions and the contributions are provable by the arbitrary assessment of the Membership Committee or confirmed by members. These include in a non-exhaustive list among other things:

- Programming;
- Translation;
- Preparation and revision of documentation;
- Preparation or revision of marketing material (including graphics);
- Screening, analysis and verification of error reports;
- Market research and research into user behavior and desires;
- Representation of one of the foundation's projects in public, to the press or e.g. at exhibitions;
- Maintenance and operation of the foundation's computer infrastructure;
- Performance of other administrative tasks of the foundation

c.) has submitted an application to join the Board of Trustees and

d.) has indicated his intention to participate actively in the fulfillment of the foundation's goals for at least half a year.

All members are required to treat other members and end users with courtesy, indulgence, objectivity, open-mindedness, friendliness, understanding and goodwill.

(2) Members of the Board of Trustees will be appointed for one year, taking effect at the beginning of the quarter following the decision of the Membership Committee and as such, shall have the same status and rights. Membership in the Board of Trustees ends after the expiration of the term of office or as a result of expulsion, death or resignation, which is permitted at any time. Induction into the Board of Trustees is decided by the Membership Committee. A legal claim to a decision within a specified period does not exist, but this decision should be made within one quarter. After a hearing, the Membership Committee will also decide on expulsion due to conduct in violation of the Articles, or upon request of the Board of Directors or a Board of Trustees member.

(3) The details of the induction and exclusion from the Board of Trustees shall be regulated by a community by-law from the Board of Directors. Modification of the by-law may only be decided by the Board of Directors and also requires a vote of approval from the members of the Board of Trustees before entering into force. The members of the first Board of Trustees shall derive from the act of formation ("Stiftungsgeschäft").

## **§ 11 Tasks and Resolution of the Board of Trustees**

(1) The Board of Trustees elects the Board of Directors and the Membership Committee. It may vote on any matter requested by the Board of Directors. Members of the Board of Trustees may file a complaint against the Board of Directors and apply for impeachment proceedings in compliance with the relevant regulations.

(2) The Board of Trustees makes its decisions by a simple majority and is quorate without regard to the number of members present or members participating in the vote, unless otherwise stipulated in the Articles. A voting system that enables proportional representation of the individual voices through preferential election (Single Transferable Vote System) using the Meek method shall be used. Members of the Board of Trustees are only subject to their personal conscience during voting and elections. Third parties may not influence their voting behavior; demonstrable infringements may lead to expulsion from the Board of Trustees. All elections, though not simple votes, will be prepared and supervised by the Committee. Demonstration of effective resolution by the Board of Trustees shall be made by an external legitimating declaration of the respective chairman of the Committee in accordance with § 12(2)(4). This also applies to the composition of the Board of Trustees.

(3) A complaint made by the Board of Trustees expresses a demand for an election, or a forthcoming or existing decision of the Board of Directors that concerns the Board of Directors, the Membership Committee, or the Advisory Board. It must fully explain why a significant disagreement with the Board of Directors exists and what exactly is required for its settlement. Complaints must be submitted by at least 30% of the Board of Trustees members; the complaint must be signed by at least ten members (quorum). The Membership Committee will review the requirements of the complaint and quorum within a month and inform the complainants and the Board of Directors of the result. The Membership Committee shall inform the Board of Directors about the contents immediately upon receipt. The Board of Directors may meet the demands of the complaint or refuse them within one month after the determination of the results. The Board of Directors may not change the community bylaws after the receipt of the complaint by the Committee until its remediation or, in case of an incomplete remediation, until the conclusion of a possible impeachment proceeding; in this respect, the regulations that were in effect prior to the filing of the complaint shall apply.

(4) An impeachment process of the Board of Directors shall only take place if the complaint was not fully remedied. The members of the Board of Trustees may request a vote with the goal of a new election of the Board of Directors in an impeachment process within one month, if this is requested by at least 30% of the Board of Trustees members and signed by at least ten members. The Board of Directors must allow the members of the Board of Trustees to vote on this as soon as the required quorum is determined by the Membership Committee. This must be done within one month; the result will be immediately disclosed to the Board of Directors and to all members of the Board of Trustees. If the majority of all Board of Trustees members, not restricted to voting members, vote for an immediate reelection of the Board of Directors, the election shall be immediately initiated by the Membership Committee.

## **§ 12 Composition and Tasks of the Membership Committee**

(1) The Membership Committee represents the foundation in court and out of court against the board members. It initiates and supervises the election of the Board of Directors. It receives complaints against the Board of Directors from Board of Trustees members and initiates the impeachment process of the Board of Directors if the conditions apply. Minutes of the decisions of the Membership Committee shall be prepared and signed by the keeper of minutes and confirmed by the chairman of the Membership Committee. They shall be made available to all members of the Membership Committee and Board of Directors.

(2) The Board of Trustees elects from among its members the Membership Committee for a period of two years. The Membership Committee shall consist of at least three persons and maximum of 10% of the Board of Trustees members and must always comprise an odd number of members. The election shall be prepared and supervised by the Executive Board. Re-election is permitted. The Membership Committee shall elect a chairman from among its members. The election of the members and substitute members of the Membership Committee shall take place in the same way as the election of the Board of Directors. The candidates with the highest preference shall be elected to the Membership Committee until the number pre-determined by the Board of Directors, including that of the substitute members of the Membership Committee, is reached. Members resigning from the Membership Committee shall be replaced in each case by substitute members with the next highest preference. Each candidate may only represent himself/herself. The members of the Membership Committee shall be informed about the election by the Board of Directors at least 45 days before the election via email or an equivalent medium accessible to the members. The bid for candidacy is possible until one week before the election. Only members of the Board of Trustees who are already members before the election announcement are entitled to vote.

(3) Membership in the Committee ends after the expiration of the term with the appointment of a successor, through expulsion from the Membership Committee, in case of death, or by resignation, which is permitted at any time. In each of these cases, the remaining members shall form the Membership Committee. Should the number of members decrease below the minimum number, the members of the Membership Committee shall fulfill any urgent tasks until the successor assumes office. New elections shall be initiated immediately for the Membership Committee should the number of members fall below the minimum. A member of the Membership Committee may be dismissed by the Board of Trustees by vote at any time for any important reason following a hearing before the Board of Directors and the member. The decision requires the majority of all Board of Trustees members, and not only of the voting members. The member concerned shall be excluded from the vote.

(4) Deviating from the rules of volunteering, (§ 6(2)(1)), the Membership Committee can receive an annual remuneration of a maximum of 0.5% of the gross assets for the work carried out if sufficient Board of Directors membership is otherwise at risk, provided that the resources of the foundation allow it and the fulfillment of the foundation's goals is not significantly impacted. Further details will be defined by a decision of the Board of Directors, which shall be published immediately and will enter into effect at the earliest one month after publication.

(5) The details of the induction and expulsion from the Membership Committee shall be regulated by a community by-law from the Board of Directors. Modification of the by-law may only be decided by the Board of Directors and also requires a vote of approval from the members of the Board of Trustees before entering into force. The members of the first Membership Committee and its chairman shall derive from the act of formation ("Stiftungsgeschäft").

### **§ 13 Advisory Board**

(1) The Advisory Council advises the Board of Directors, provides assistance for it, and submits proposals to it. The Board of Directors shall consider the opinions of the Advisory Board but is not bound by them. The Advisory Board and the Board of Directors shall hold at least one joint meeting per year.

(2) The Advisory Board consists of the representatives of organizations (companies, authorities, organized interest groups) that have made substantial contributions to the foundation and are determined by the Board of Directors. Each of these organizations may delegate a representative to the Advisory Board in exchange for an annual contribution determined by the Board of Directors.

### **§ 14 Simple Amendments of the Statutes**

(1) The Board of Directors can make changes to the Articles of Association provided that the changes do not affect the foundation's goals and do not substantially alter the original design of the foundation or facilitate the fulfillment of the foundation's goals.

(2) Resolutions on changes to the Articles of Association shall only become effective upon approval by the Foundation Supervisory Authority. They shall be indicated with a statement from the responsible financial authority.

### **§ 15 Extension of Purpose, Change of Purpose, Mergers, Annulment, Conversion and other Amendments**

(1) The bodies of the foundation may give the foundation another purpose that is related to the original purpose and whose permanent and sustainable implementation may be guaranteed without endangering the initial purpose, if the asset or income of the foundation is only partially required for the implementation of the foundation's goals.

(2) The change of purpose, merger, annulment and conversion into a European foundation shall remain reserved.

(3) Decisions on changes other than the ones mentioned in § 14(1) of the Articles of Association and the ones in

accordance with § 15(1-2) may only be made at a meeting in the physical presence of the whole Board of Directors. The resolution requires the unanimous decision of the Board of Directors and the simple majority of all members of the Board of Trustees, not only from the voting members. The status of equality of the members of the Board of Trustees may not be changed. § 14(2) must be observed.

#### **§ 16 Incurred Assets**

In case of dissolution of the foundation or cessation of the tax-privileged status, the foundation's assets shall be devolved to Freies Office Deutschland e.V.; in the event of its discontinuation, to Free Software Foundation Europe e.V., which shall use it exclusively and directly for public and professional education through free software within the meaning of the Articles of Association for that foundation.

#### **§ 17 Foundation Supervisory Authority**

- (1) The foundation is subject to state supervision in accordance with the applicable foundation law of the State of Berlin.
- (2) The Foundation Supervisory Authority is the Senate Administration for Justice in Berlin.
- (3) The Foundation Supervisory Authority shall be informed on request about the affairs of the foundation within the scope of legal obligations at any time. Notifications of changes in the composition of the governing bodies, the annual financial statement, and activity report are to be provided without request.

Wiesbaden, 7th February, 2012

Thomas Krumbein

Jacqueline Rahemipour

Florian Effenberger

(Members of the Board, Freies Office Deutschland e.V.)